

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

INFINITE MACHINES, LLC	x	
	:	
Plaintiff,	:	
	:	
v.	:	Civ. No. 07-8625
	:	Judge Alvin Hellerstein
	:	
	:	
RADICA ENTERPRISES, LTD. d/b/a RADICA	:	
USA LTD. and RADICA GAMES LIMITED	:	
Defendants.	:	
	:	
	x	

I, John Boucard, hereby declare as follows:

1. I am President and C.E.O. of Plaintiff herein, Infinite Machines, LLC ("Infinite Machines").

2. I am familiar with the facts set forth below and make this declaration in opposition to Defendants' motion to change venue.

3. Infinite Machines is a limited liability company organized and existing under the laws of the state of California, with its principal place of business at 141 South Hudson Street, Suite 101, Pasadena, CA 91101.

4. I am the sole shareholder and employee of Infinite Machines.

5. All communications that Infinite Machines had with Radica regarding U.B. Funkeys was through me. I travel often for business, so I am not sure where I was when I had relevant

communications with Radica regarding U.B. Funkeys, since most of our communications were done by e-mail or telephone.

6. Radica is a subsidiary of Mattel, the biggest toy company in the World. Mattel's website indicates that it has two offices in New York, one in Manhattan. The website also indicates that Mattel has nearly 25,000 employees.
7. The packaging for U.B. Funkeys indicates that Mattel is the distributor of U.B. Funkeys.
8. For years, Radica maintained an elaborate product showroom in the famous Toy Building (200 Fifth Avenue) in New York. I have met with Radica nearly every year since 2001 for showroom walk throughs while in New York.
9. Both Infinite Machines and Radica attend Toy Fair in New York twice a year: February and October.
10. I come to New York quite often during the year for business since many of my business partners and prospective business partners are located here. Everyone in the toy industry knows that New York City is the central place where buyers of all major retailers and executives meet to make decisions on product plans, inventory, purchases, line reviews, complete product packaging, planogram, and large buying decisions.
11. My principal contact for U.B. Funkeys was Chris Wilson, V.P. of Marketing. He would be most knowledgeable about my contributions to U.B. Funkeys. To the best of my recollection, I have seen Chris Wilson at Toy Fair in New York, twice a year, every year, since 2000.

12. In September, 2005, Chris Wilson indicated in an e-mail to me that he was in New York with the CEO of Radica and that he had discussed U.B. Funkeys and the disclosures I had made to Chris with him while there.
13. In October, 2005, during Toy Fair, I met in New York with Chris Wilson and several other executives and employees of Radica to present a disclosure, demonstration and presentation regarding U.B. Funkeys. The meeting lasted nearly two hours.
14. Soon thereafter, at Radica's request I met with Radica's former CEO, Pat Feely in Pasadena, California, at Radica's then existing California office. I took Mr. Feely through the project proposal and discussed license terms.
15. I never discussed U.B. Funkeys in person at Radica's office in Texas. All other communications regarding U.B. Funkeys took place by e-mail and telephone.
16. It was at an inventor conference in early 2007, when I discovered that Radica incorporated many of the confidential disclosures and demonstrations I presented to Radica into a product called U.B. Funkeys. Radica and Mattel would reveal U.B. Funkeys to the trade in October 2006 and at the New York Toy Fair in 2007.
17. A majority of Plaintiff's relevant documents have already been turned over to Defendants in informal discovery and nearly all others are located at my attorney's office in New York. Much of the documentation in this matter will be in the form of e-mail and e-mail attachments. Radica and I exchanged agreements and draft agreements, power points, and confidential disclosures by e-mail.
18. After Radica backed down from entering a license agreement with me, they retained a New York software development company called Arkadium Games to complete the job I had

started. I believe that documents and testimony obtained from this New York company will be important to support my claims.

19. U.B. Funkeys was nominated for Toy of the Year at the 2008 New York Toy Fair in February. U.B. Funkeys is actively marketed and sold in New York in nearly all the best mass retail locations that carry toys.
20. My first choice for filing the lawsuit in this matter is New York. New York is convenient for me since I am there often and my attorney is located there. If I did not file in New York, I would have filed in California, not Texas.

I declare under the penalty of perjury that the foregoing is true and correct.

Dated:

2/28/08



John Boucard